

JAN-24-2005 15:19

GUNSTER YOAKLEY

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# 759305

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TALLAHASSEE, FLORIDA

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**BASIC AMENDMENT**

**BAHIA BEACH PROPERTY OWNERS' ASSOCIATION, INC.**

Certificate of Status	1
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*Amend. Rest. & N.C.*

G. Cavallotto JAN 25 2005

10/1/2005

**ARTICLES OF RESTATEMENT  
OF  
BAHIA BEACH PROPERTY OWNERS' ASSOCIATION, INC.**

To the Department of State  
State of Florida

FILED  
2005 JAN 24 PM 4:34  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

Pursuant to the provisions of the Florida Non-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is BAHIA BEACH PROPERTY OWNERS' ASSOCIATION, INC. The name of the Corporation upon filing these Articles of Restatement shall be changed to LITTLE HARBOR PROPERTY OWNERS' ASSOCIATION, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

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**CERTIFICATE**

It is hereby certified that:

1. The annexed restatement (Amended and Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring member approval.
2. The date of adoption of the aforesaid amendments was January 19, 2005.
3. The amendment was approved by the number of votes sufficient for approval.

Executed on January 19, 2005.

BAHIA BEACH PROPERTY OWNERS' ASSOCIATION, INC.

By: 

Doug Cordello, Director

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LITTLE HARBOR PROPERTY OWNERS' ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

1. Name of Corporation. The name of the corporation shall be LITTLE HARBOR PROPERTY OWNERS' ASSOCIATION, INC.

2. Principal Office; Mailing Address. The principal office of the Association is located at 502 Bahia Beach Boulevard, Ruskin, FL 33570. The mailing address of the Association is c/o EarthMark Companies, 12800 University Drive, Suite 400, Fort Myers, Florida 33907.

3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is c/o EarthMark Companies, 12800 University Drive, Suite 400, Fort Myers, Florida 33907. The name of the Registered Agent of the Association is:

DOUG CORDELLO

4. Definitions. A declaration entitled Amended and Restated Declaration of Covenants, Conditions and Restrictions for Little Harbor (the "Declaration") will be recorded in the Public Records of Hillsborough County, Florida, and shall govern all of the operations of a community known as Little Harbor Community. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Areas and the Limited Common Areas and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and the Owners; and (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its Members.

7. Powers of Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, as set forth in the Declaration and Bylaws.

8. Voting Rights. Owners and Declarant shall have the voting rights set forth in the Declaration and Bylaws.

9. Board of Directors. The affairs of Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. Board members shall be appointed and/or elected as stated in the Bylaws. The election of Directors shall be held at the annual meeting of Members. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Doug Cordello	12800 University Drive, Suite 400 Fort Myers, Florida 33907
Alex Pockrus	12800 University Drive, Suite 400 Fort Myers, Florida 33907
Michael Rosen	12800 University Drive, Suite 400 Fort Myers, Florida 33907

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Little Harbor Community for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Common Areas, the Limited Common Areas in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. Upon dissolution, the control or right of access to the property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.

11. Duration. The Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which may be withheld for any reason whatsoever.

12.2. Amendments Prior to Turnover. Prior to Turnover, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to Turnover, the Association must first obtain Declarant's prior written consent to any proposed amendment. After receiving the Declarant's consent to the proposed amendment, an amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments from and after Turnover set forth in Section 12.3 hereof.

12.3. Amendments After the Turnover Date. After Turnover, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of seventy-five percent (75%) of the Board.

### 13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

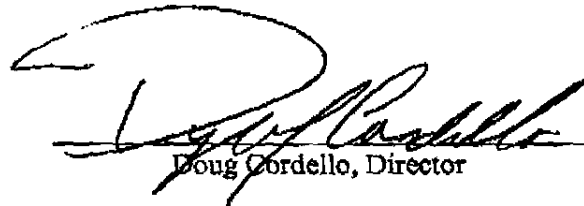
14. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

15. Indemnification of Officers and Directors. The Association shall indemnify and hold harmless every officer or director of the Association and member of the ARB against any and all expenses, including court costs and reasonable attorneys' fees, reasonably incurred by or imposed upon any current or former officer or director of the Association and member of the ARB in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors) to which he or she may be made a party by reason of being or having been an officer or director of the Association or member of the ARB. The officers or directors of the Association and members of the ARB shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or bad faith. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be Owners or Members of the Association), and the Association shall indemnify and forever hold each such officer, director and member of the ARB free and harmless, against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Association or member of the ARB, or former officer, director or member may be entitled. Such indemnification shall continue as to a person who has ceased to be a director, officer, member of the ARB, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its directors or officers or Declarant or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the officer or director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said officers' or directors' votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

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IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of this Association under the laws of the State of Florida, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 19 day of January 19, 2005.



Doug Cordello, Director

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GUNSTER YORLEY

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### ACCEPTANCE BY REGISTERED AGENT

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 21<sup>st</sup> day of January, 2005.



W. SCOTT CALLAHAN, ESQ.

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